



General Assembly

February Session, 2014

***Raised Bill No. 5489***

LCO No. 2160



Referred to Committee on JUDICIARY

Introduced by:  
(JUD)

***AN ACT CONCERNING THE INTEGRITY OF THE BUSINESS  
REGISTRY.***

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1       Section 1. Section 33-617 of the general statutes is repealed and the  
2       following is substituted in lieu thereof (*Effective January 1, 2015*):

3       (a) The Secretary of the State shall charge and collect the following  
4       fees for filing documents and issuing certificates and remit them to the  
5       Treasurer for the use of the state: (1) Filing application to reserve,  
6       register, renew or cancel registration of corporate name, sixty dollars;  
7       (2) filing transfer of reserved corporate name, sixty dollars; (3) filing  
8       certificate of incorporation, including appointment of registered agent,  
9       one hundred dollars; (4) filing change of address of registered agent or  
10      change of registered agent, fifty dollars; (5) filing notice of resignation  
11      of registered agent, fifty dollars; (6) filing amendment to certificate of  
12      incorporation, one hundred dollars; (7) filing restated certificate of  
13      incorporation, one hundred dollars; (8) filing certificate of merger or  
14      share exchange, sixty dollars; (9) filing certificate of correction, one  
15      hundred dollars; (10) filing certificate of surrender of special charter

16 and adoption of general certificate of incorporation, one hundred  
17 dollars; [(11) filing certificate of dissolution, fifty dollars; (12)] (11)  
18 filing certificate of revocation of dissolution, fifty dollars; [(13)] (12)  
19 filing annual report, one hundred fifty dollars except as otherwise  
20 provided in sections 33-953 and 33-954; [(14)] (13) filing application of  
21 foreign corporation for certificate of authority to transact business in  
22 this state and issuing certificate of authority, one hundred dollars;  
23 [(15)] (14) filing application of foreign corporation for amended  
24 certificate of authority to transact business in this state and issuing  
25 amended certificate of authority, one hundred dollars; [(16) filing  
26 application for withdrawal of foreign corporation and issuing  
27 certificate of withdrawal, one hundred dollars; (17)] (15) filing  
28 application for reinstatement, one hundred fifty dollars; [(18)] (16)  
29 filing a corrected annual report, one hundred dollars; and [(19)] (17)  
30 filing an interim notice of change of director or officer, twenty dollars.

31 Sec. 2. Section 33-890 of the general statutes is repealed and the  
32 following is substituted in lieu thereof (*Effective January 1, 2015*):

33 (a) The Secretary of the State may effect the administrative  
34 dissolution of a corporation as provided in this section.

35 (b) Whenever any corporation is more than one year in default of  
36 filing its annual report as required by section 33-953, the Secretary of  
37 the State may notify such corporation by registered or certified mail  
38 addressed to such corporation at its principal office as last shown on  
39 his records that under the provisions of this section the corporation is  
40 to be administratively dissolved. Unless the corporation, within three  
41 months of the mailing of such notice, files such annual report, the  
42 Secretary of the State shall prepare and file in his office a certificate of  
43 administrative dissolution stating that the delinquent corporation has  
44 been administratively dissolved by reason of its default.

45 [(b)] (c) Whenever it comes to the attention of the Secretary of the  
46 State that a corporation has failed to maintain a registered agent or that

47 such registered agent cannot, with reasonable diligence, be found at  
48 the address shown in the records of his office, the Secretary of the State  
49 may notify such corporation by registered or certified mail addressed  
50 to such corporation at its principal office as last shown on his records  
51 that under the provisions of this section the corporation is to be  
52 administratively dissolved. Unless the corporation within three  
53 months of the mailing of such notice files an appointment of registered  
54 agent, the Secretary of the State shall prepare and file in his office a  
55 certificate of administrative dissolution stating that the delinquent  
56 corporation has been administratively dissolved by reason of its  
57 default.

58 [(c)] (d) Dissolution shall be effective upon the filing by the  
59 Secretary of the State in his office of such certificate of administrative  
60 dissolution.

61 [(d)] (e) After filing the certificate of administrative dissolution, the  
62 Secretary of the State shall: (1) [Send] Mail a copy thereof to the  
63 delinquent corporation, [by registered or certified mail,] addressed to  
64 such corporation at its principal office as last shown on his records;  
65 and (2) cause notice of the filing of such certificate of administrative  
66 dissolution [to be published in two successive issues of the  
67 Connecticut Law Journal] to be posted on the office of the Secretary of  
68 the State's Internet web site for a period of sixty days.

69 Sec. 3. Section 33-922 of the general statutes is repealed and the  
70 following is substituted in lieu thereof (*Effective January 1, 2015*):

71 (a) A foreign corporation may apply for a certificate of authority to  
72 transact business in this state by delivering an application to the  
73 Secretary of the State for filing. The application shall set forth: (1) The  
74 name of the foreign corporation or, if its name is unavailable for use in  
75 this state, a corporate name that satisfies the requirements of section  
76 33-925; (2) the name of the state or country under whose law it is  
77 incorporated; (3) its date of incorporation and period of duration; (4)

78 the street address of its principal office; (5) the address of its registered  
79 office in this state and the name of its registered agent at that office;  
80 [and] (6) the electronic mail address, if any, of the corporation; and (7)  
81 the names and respective business and residence addresses of the  
82 directors and officers of the foreign corporation, except that if good  
83 cause is shown, the Secretary of the State may accept business  
84 addresses in lieu of business and residence addresses of the directors  
85 and officers of the corporation. For purposes of this section, a showing  
86 of good cause shall include, but not be limited to, a showing that  
87 public disclosure of the residence addresses of the corporation's  
88 directors and officers may expose the personal security of such  
89 directors and officers to significant risk.

90 (b) The foreign corporation shall deliver with the completed  
91 application a certificate of existence, or a document of similar import,  
92 duly authenticated by the secretary of the state or other official having  
93 custody of corporate records in the state or country under whose law it  
94 is incorporated.

95 Sec. 4. Section 33-935 of the general statutes is repealed and the  
96 following is substituted in lieu thereof (*Effective January 1, 2015*):

97 The Secretary of the State may commence a proceeding under  
98 section 33-936, as amended by this act, to revoke the certificate of  
99 authority of a foreign corporation authorized to transact business in  
100 this state if: (1) The foreign corporation has failed to file its annual  
101 report with the Secretary of the State; (2) the foreign corporation does  
102 not pay within sixty days after they are due any license fees, franchise  
103 taxes or penalties imposed by sections 33-600 to 33-998, inclusive, as  
104 amended by this act, or other law; [(2)] (3) the foreign corporation is  
105 without a registered agent or registered office in this state for sixty  
106 days or more; [(3)] (4) the foreign corporation does not inform the  
107 Secretary of the State under section 33-927 or 33-928 that its registered  
108 agent or registered office has changed, that its registered agent has  
109 resigned or that its registered office has been discontinued within sixty

110 days of the change, resignation or discontinuance; ~~[(4)]~~ (5) an  
111 incorporator, director, officer or agent of the foreign corporation  
112 signed a document he knew was false in any material respect with  
113 intent that the document be delivered to the Secretary of the State for  
114 filing; ~~[(5)]~~ (6) the Secretary of the State receives a duly authenticated  
115 certificate from the Secretary of the State or other official having  
116 custody of corporate records in the state or country under whose law  
117 the foreign corporation is incorporated stating that it has been  
118 dissolved or disappeared as the result of a merger.

119 Sec. 5. Section 33-936 of the general statutes is repealed and the  
120 following is substituted in lieu thereof (*Effective January 1, 2015*):

121 (a) If the Secretary of the State determines that one or more grounds  
122 exist under section 33-935, as amended by this act, for revocation of a  
123 certificate of authority, he shall [serve the foreign corporation with  
124 written notice of his determination under section 33-929] notify such  
125 foreign corporation by registered or certified mail addressed to such  
126 foreign corporation at its principal office as last shown on his records  
127 that under the provisions of this section the foreign corporation's  
128 certificate of authority is to be revoked.

129 (b) If the foreign corporation does not correct each ground for  
130 revocation or demonstrate to the reasonable satisfaction of the  
131 Secretary of the State that each ground determined by the Secretary of  
132 the State does not exist within [sixty] ninety days after [service]  
133 mailing of the notice, [is effective under section 33-929,] the Secretary  
134 of the State may revoke the foreign corporation's certificate of  
135 authority by signing a certificate of revocation that recites the ground  
136 or grounds for revocation and its effective date. The Secretary of the  
137 State shall file the original of the certificate and [serve a copy on the  
138 foreign corporation under section 33-929] shall: (1) Mail a copy thereof  
139 to the delinquent corporation, addressed to such corporation at its  
140 principal office as last shown on his records; and (2) cause notice of the  
141 filing to be posted on the office of the Secretary of the State's Internet

142 web site for a period of sixty days.

143 (c) The authority of a foreign corporation to transact business in this  
144 state ceases on the date shown on the certificate revoking its certificate  
145 of authority.

146 (d) The Secretary of the State's revocation of a foreign corporation's  
147 certificate of authority appoints the Secretary of the State the foreign  
148 corporation's agent for service of process in any proceeding based on a  
149 cause of action which arose during the time the foreign corporation  
150 was authorized to transact business in this state. Service of process on  
151 the Secretary of the State as provided in section 33-929 is service on the  
152 foreign corporation.

153 (e) Revocation of a foreign corporation's certificate of authority does  
154 not terminate the authority of the registered agent of the corporation.

155 Sec. 6. Subsection (a) of section 33-1013 of the general statutes is  
156 repealed and the following is substituted in lieu thereof (*Effective*  
157 *January 1, 2015*):

158 (a) The Secretary of the State shall charge and collect the following  
159 fees for filing documents and issuing certificates and remit them to the  
160 Treasurer for the use of the state: (1) Filing application to reserve,  
161 register, renew or cancel registration of corporate name, sixty dollars;  
162 (2) filing transfer of reserved corporate name, sixty dollars; (3) filing a  
163 certificate of incorporation, including appointment of registered agent,  
164 twenty dollars; (4) filing change of address of registered agent or  
165 change of registered agent, twenty dollars; (5) filing notice of  
166 resignation of registered agent in duplicate, twenty dollars; (6) filing  
167 certificate of amendment to certificate of incorporation, twenty dollars;  
168 (7) filing restated certificate of incorporation, twenty dollars; (8) filing  
169 certificate of merger, twenty dollars; (9) filing certificate of correction,  
170 twenty dollars; (10) filing certificate of surrender of special charter and  
171 adoption of certificate of incorporation, twenty dollars; [(11) filing  
172 certificate of dissolution, twenty dollars; (12)] (11) filing certificate of

173 revocation of dissolution, twenty dollars; [(13)] (12) filing annual  
174 report, fifty dollars; [(14)] (13) filing application of foreign corporation  
175 for certificate of authority to conduct affairs in this state and issuing  
176 certificate of authority, forty dollars; [(15)] (14) filing application of  
177 foreign corporation for amended certificate of authority to conduct  
178 affairs in this state and issuing amended certificate of authority, forty  
179 dollars; [(16) filing application for withdrawal of foreign corporation  
180 and issuing certificate of withdrawal, forty dollars; (17)] (15) filing  
181 certificate of reinstatement, including appointment of registered agent,  
182 one hundred ten dollars; [(18)] (16) filing a corrected annual report,  
183 fifty dollars; and [(19)] (17) filing an interim notice of change of  
184 director or officer, twenty dollars.

185       Sec. 7. Section 33-1181 of the general statutes is repealed and the  
186 following is substituted in lieu thereof (*Effective January 1, 2015*):

187       (a) The Secretary of the State may effect the administrative  
188 dissolution of a corporation as provided in this section.

189       **(b) Whenever any corporation is more than two years in default of**  
190 **filing its annual report as required by section 33-1243, the Secretary of**  
191 **the State may notify such corporation by registered or certified mail**  
192 **addressed to such corporation at its principal office as last shown on**  
193 **his records that under the provisions of this section the corporation is**  
194 **to be administratively dissolved. Unless the corporation, within three**  
195 **months of the mailing of such notice, files such annual report, the**  
196 **Secretary of the State shall prepare and file in his office a certificate of**  
197 **administrative dissolution stating that the delinquent corporation has**  
198 **been administratively dissolved by reason of its default.**

199       **[(b)] (c)** Whenever it comes to the attention of the Secretary of the  
200 State that a corporation has failed to maintain a registered agent or that  
201 such registered agent cannot, with reasonable diligence, be found at  
202 the address shown in the records of his office, the Secretary of the State  
203 may notify such corporation by registered or certified mail addressed

204 to such corporation at its principal office as last shown on his records  
205 that under the provisions of this section the corporation is to be  
206 administratively dissolved. Unless the corporation within three  
207 months of the mailing of such notice files an appointment of registered  
208 agent, the Secretary of the State shall prepare and file in his office a  
209 certificate of administrative dissolution stating that the delinquent  
210 corporation has been administratively dissolved by reason of its  
211 default.

212 [(c)] (d) Dissolution shall be effective upon the filing by the  
213 Secretary of the State in his office of such certificate of administrative  
214 dissolution.

215 [(d)] (e) After filing the certificate of administrative dissolution, the  
216 Secretary of the State shall: (1) [Send] Mail a copy thereof to the  
217 delinquent corporation, [by registered or certified mail,] addressed to  
218 such corporation at its principal office as last shown on his records,  
219 and (2) cause notice of the filing of such certificate of administrative  
220 dissolution [to be published in two successive issues of the  
221 Connecticut Law Journal] to be posted on the office of the Secretary of  
222 the State's Internet web site for a period of sixty days.

223 Sec. 8. Section 33-1212 of the general statutes is repealed and the  
224 following is substituted in lieu thereof (*Effective January 1, 2015*):

225 (a) A foreign corporation may apply for a certificate of authority to  
226 conduct affairs in this state by delivering an application to the  
227 Secretary of the State for filing. The application shall set forth: (1) The  
228 name of the foreign corporation or, if its name is unavailable for use in  
229 this state, a corporate name that satisfies the requirements of section  
230 33-1215; (2) the name of the state or country under whose law it is  
231 incorporated; (3) its date of incorporation and period of duration; (4)  
232 the street address of its principal office; (5) the address of its registered  
233 office in this state and the name of its registered agent at that office;  
234 [and] (6) the electronic mail address, if any, of the corporation; and (7)



235 the names and respective business and residence addresses of the  
236 directors and officers of the foreign corporation, except that if good  
237 cause is shown, the Secretary of the State may accept business  
238 addresses in lieu of business and residence addresses of the directors  
239 and officers of the corporation. For purposes of this section, a showing  
240 of good cause shall include, but not be limited to, a showing that  
241 public disclosure of the residence addresses of the corporation's  
242 directors and officers may expose the personal security of such  
243 directors and officers to significant risk.

244 (b) The foreign corporation shall deliver with the completed  
245 application a certificate of existence, or a document of similar import,  
246 duly authenticated by the secretary of the state or other official having  
247 custody of corporate records in the state or country under whose law it  
248 is incorporated.

249 Sec. 9. Section 33-1225 of the general statutes is repealed and the  
250 following is substituted in lieu thereof (*Effective January 1, 2015*):

251 The Secretary of the State may commence a proceeding under  
252 section 33-1226, as amended by this act, to revoke the certificate of  
253 authority of a foreign corporation authorized to conduct affairs in this  
254 state if: (1) The foreign corporation [does not deliver] has failed to file  
255 its annual report [to] with the Secretary of the State; [within sixty days  
256 after it is due;] (2) the foreign corporation does not pay within sixty  
257 days after they are due any license fees, franchise taxes or penalties  
258 imposed by sections 33-1000 to 33-1290, inclusive, as amended by this  
259 act, or other law; (3) the foreign corporation is without a registered  
260 agent or registered office in this state for sixty days or more; (4) the  
261 foreign corporation does not inform the Secretary of the State under  
262 section 33-1217 or 33-1218 that its registered agent or registered office  
263 has changed, that its registered agent has resigned or that its registered  
264 office has been discontinued within sixty days of the change,  
265 resignation or discontinuance; (5) an incorporator, director, officer or  
266 agent of the foreign corporation signed a document he knew was false

267 in any material respect with intent that the document be delivered to  
268 the Secretary of the State for filing; (6) the Secretary of the State  
269 receives a duly authenticated certificate from the Secretary of the State  
270 or other official having custody of corporate records in the state or  
271 country under whose law the foreign corporation is incorporated  
272 stating that it has been dissolved or disappeared as the result of a  
273 merger.

274 Sec. 10. Section 33-1226 of the general statutes is repealed and the  
275 following is substituted in lieu thereof (*Effective January 1, 2015*):

276 (a) If the Secretary of the State determines that one or more grounds  
277 exist under section 33-1225, as amended by this act, for revocation of a  
278 certificate of authority, he shall [serve the foreign corporation with  
279 written notice of his determination under section 33-1219] notify such  
280 foreign corporation by registered or certified mail addressed to such  
281 foreign corporation at its principal office as last shown on his records  
282 that under the provisions of this section the foreign corporation's  
283 certificate of authority is to be revoked.

284 (b) If the foreign corporation does not correct each ground for  
285 revocation or demonstrate to the reasonable satisfaction of the  
286 Secretary of the State that each ground determined by the Secretary of  
287 the State does not exist within [sixty] ninety days after [service]  
288 mailing of the notice, [is effective under section 33-1219,] the Secretary  
289 of the State may revoke the foreign corporation's certificate of  
290 authority by signing a certificate of revocation that recites the ground  
291 or grounds for revocation and its effective date. The Secretary of the  
292 State shall file the original of the certificate and [serve a copy on the  
293 foreign corporation under section 33-1219] shall: (1) Mail a copy  
294 thereof to the delinquent foreign corporation, addressed to such  
295 foreign corporation at its principal office as last shown on his records;  
296 and (2) cause notice of the filing to be posted on the office of the  
297 Secretary of the State's Internet web site for a period of sixty days.

298 (c) The authority of a foreign corporation to conduct affairs in this  
299 state ceases on the date shown on the certificate revoking its certificate  
300 of authority.

301 (d) The Secretary of the State's revocation of a foreign corporation's  
302 certificate of authority appoints the Secretary of the State the foreign  
303 corporation's agent for service of process in any proceeding based on a  
304 cause of action which arose during the time the foreign corporation  
305 was authorized to conduct affairs in this state. Service of process on the  
306 Secretary of the State as provided in section 33-1219 is service on the  
307 foreign corporation.

308 (e) Revocation of a foreign corporation's certificate of authority does  
309 not terminate the authority of the registered agent of the corporation.

310 Sec. 11. Section 34-10 of the general statutes is repealed and the  
311 following is substituted in lieu thereof (*Effective January 1, 2015*):

312 (a) In order to form a limited partnership a certificate of limited  
313 partnership must be executed as provided in section 34-10a and the  
314 certificate shall set forth:

315 (1) The name of the limited partnership and the address of the office  
316 required to be maintained by section 34-13b;

317 (2) The name and address of the agent for service of process  
318 required to be maintained by section 34-13b;

319 (3) The name and business address of each general partner;

320 (4) The latest date upon which the limited partnership is to dissolve;  
321 and

322 (5) Any other matters the partners determine to include therein; and

323 (6) The electronic mail address, if any, of the limited partnership.

324 (b) A limited partnership is formed at the time of the filing of the

325 certificate of limited partnership in the office of the Secretary of the  
326 State or at any later time specified in the certificate of limited  
327 partnership if, in either case, there has been substantial compliance  
328 with the requirements of this section.

329 Sec. 12. Section 34-32b of the general statutes is repealed and the  
330 following is substituted in lieu thereof (*Effective January 1, 2015*):

331 (a) The Secretary of the State may effect the cancellation of a limited  
332 partnership by forfeiture as provided in this section.

333 (b) Whenever any limited partnership is more than one year in  
334 default of filing its annual report as required by section 34-13e, the  
335 Secretary of the State may notify such limited partnership by  
336 registered or certified mail addressed to such limited partnership at its  
337 address as last shown on his records that under the provisions of this  
338 section the limited partnership's rights and powers are prima facie  
339 forfeited. Unless the limited partnership within three months of the  
340 mailing of such notice files such annual report, the Secretary of the  
341 State shall prepare and file in his office a certificate of cancellation by  
342 forfeiture stating that the delinquent limited partnership's certificate  
343 has been cancelled by forfeiture by reason of its default.

344 [(b)] (c) Whenever it comes to the attention of the Secretary of the  
345 State that a limited partnership has failed to maintain a statutory agent  
346 for service, the Secretary of the State may notify such limited  
347 partnership by registered or certified [mail or mail evidenced by a  
348 certificate of mailing addressed] to such limited partnership at its  
349 address as last shown on his records that under the provisions of this  
350 section the limited partnership's rights and powers are prima facie  
351 forfeited. Unless the limited partnership within three months of the  
352 mailing of such notice files an appointment of statutory agent for  
353 service, the Secretary of the State shall prepare and file in his office a  
354 certificate of cancellation by forfeiture stating that the delinquent  
355 limited partnership's certificate has been cancelled by forfeiture by

356 reason of its default.

357     ~~[(c)]~~ (d) Cancellation shall be effective upon the filing by the  
358 Secretary of the State in his office of such certificate of cancellation by  
359 forfeiture.

360     ~~[(d)]~~ (e) After filing the certificate of cancellation by forfeiture, the  
361 Secretary of the State shall: (1) ~~[Send]~~ Mail a certified copy thereof to  
362 the delinquent limited partnership [, by registered or certified mail or  
363 mail evidenced by a certificate of mailing,] at its address as last shown  
364 on his records; and (2) cause notice of the filing of such certificate of  
365 cancellation by forfeiture [to be published in two successive issues of  
366 the Connecticut Law Journal] to be posted on the office of the Secretary  
367 of the State's Internet web site for a period of sixty days.

368     Sec. 13. Section 34-38g of the general statutes is repealed and the  
369 following is substituted in lieu thereof (*Effective January 1, 2015*):

370     Before transacting business in this state, a foreign limited  
371 partnership shall register with the Secretary of the State. In order to  
372 register, a foreign limited partnership shall submit to the Secretary of  
373 the State a signed copy of the application for registration as a foreign  
374 limited partnership, signed and sworn to by a general partner and  
375 setting forth: (1) The name of the foreign limited partnership and, if  
376 different, the name under which it proposes to register and transact  
377 business in the state; (2) the state and date of its formation; (3) the  
378 general character of the business it proposes to transact in this state; (4)  
379 the name and address of the agent in this state for service of process on  
380 the foreign limited partnership required to be maintained by section  
381 34-38p and an acceptance of such appointment signed by the agent  
382 appointed if other than the Secretary of the State; (5) the address of the  
383 office required to be maintained in the state of its organization by the  
384 laws of that state, or, if not so required, of the principal office of the  
385 foreign limited partnership; (6) the name and business address of each  
386 general partner; (7) the address of the office at which is kept a list of

387 the names and addresses of the limited partners and their capital  
388 contributions, together with an undertaking by the foreign limited  
389 partnership to keep those records until the foreign limited partnership  
390 registration in this state is cancelled or withdrawn; [and] (8) the date  
391 the foreign limited partnership commenced transacting business in this  
392 state; and (9) the electronic mail address, if any, of the foreign limited  
393 partnership.

394 Sec. 14. Subsection (a) of section 34-38n of the general statutes is  
395 repealed and the following is substituted in lieu thereof (*Effective*  
396 *January 1, 2015*):

397 (a) The Secretary of the State shall receive, for filing any document  
398 or certificate required to be filed under sections 34-10, as amended by  
399 this act, 34-13a, 34-13e, 34-32, 34-32a, 34-32c, 34-38g, as amended by  
400 this act, and 34-38s, the following fees: (1) For reservation or  
401 cancellation of reservation of name, sixty dollars; (2) for a certificate of  
402 limited partnership and appointment of statutory agent, one hundred  
403 twenty dollars; (3) for a certificate of amendment, one hundred twenty  
404 dollars; (4) for a certificate of merger or consolidation, sixty dollars; [(5)  
405 for a certificate of cancellation, sixty dollars; (6)] (5) for a certificate of  
406 registration, one hundred twenty dollars; [(7)] (6) for a change of agent  
407 or change of address of agent, twenty dollars; [(8)] (7) for a certificate  
408 of reinstatement, one hundred twenty dollars; and [(9)] (8) for an  
409 annual report, twenty dollars.

410 Sec. 15. Section 34-38u of the general statutes is repealed and the  
411 following is substituted in lieu thereof (*Effective January 1, 2015*):

412 (a) The certificate of registration of a foreign limited partnership to  
413 transact business in this state may be revoked by the Secretary of the  
414 State upon the conditions provided in this section when: (1) [Any] The  
415 foreign limited partnership has failed to file its annual report with the  
416 Secretary of the State; (2) any wilful misrepresentation has been made  
417 of any material matter in any application, report, affidavit or other

418 document, submitted by such foreign limited partnership pursuant to  
419 this chapter; ~~[(2)]~~ (3) the foreign limited partnership is exceeding the  
420 authority conferred upon it by this chapter; or ~~[(3)]~~ (4) the foreign  
421 limited partnership is without an agent upon whom process may be  
422 served in this state for sixty days or more.

423 (b) On the happening of the events set out in subdivision (1), (2),  
424 ~~[or] (3) or (4)~~ of subsection (a) of this section, the Secretary of the State  
425 shall give not less than twenty days' written notice to the foreign  
426 limited partnership that he intends to revoke the certificate of  
427 registration of such foreign limited partnership for one of said causes,  
428 specifying the same. Such notice shall be given by registered or  
429 certified mail ~~[or mail evidenced by a certificate of mailing]~~ addressed  
430 to the foreign limited partnership at its address as last shown on the  
431 records of the Secretary of the State. If, before expiration of the time set  
432 forth in such notice, the foreign limited partnership establishes to the  
433 satisfaction of the Secretary of the State that the stated cause for the  
434 revocation of its certificate of registration did not exist at the time the  
435 notice was mailed or, if it did exist at said time, has been cured, the  
436 Secretary of the State shall take no further action. Otherwise, on the  
437 expiration of the time stated in the notice, he shall revoke the certificate  
438 of registration of such foreign limited partnership to transact business  
439 in this state.

440 (c) Upon revoking the certificate of registration of any foreign  
441 limited partnership, the Secretary of the State shall file a certificate of  
442 revocation in his office and ~~[mail]~~ shall: (1) Mail a copy thereof to such  
443 foreign limited partnership at its address as last shown on his records;  
444 and (2) cause notice of the filing of such certificate of revocation to be  
445 posted on the office of the Secretary of the State's Internet web site for  
446 a period of sixty days. The filing of such certificate of revocation shall  
447 cause the authority of a foreign limited partnership to transact  
448 business in this state to cease. Notwithstanding the filing of the  
449 certificate of revocation, the appointment by a foreign limited  
450 partnership of an attorney upon whom process may be served shall

451 continue in force as long as any liability remains outstanding against  
452 the foreign limited partnership in this state.

453 Sec. 16. Subsection (a) of section 34-112 of the general statutes is  
454 repealed and the following is substituted in lieu thereof (*Effective*  
455 *January 1, 2015*):

456 (a) Fees for filing documents and issuing certificates: (1) Filing  
457 application to reserve a limited liability company name or to cancel a  
458 reserved limited liability company name, sixty dollars; (2) filing  
459 transfer of reserved limited liability company name, sixty dollars; (3)  
460 filing articles of organization, including appointment of statutory  
461 agent, one hundred twenty dollars; (4) filing change of address of  
462 statutory agent or change of statutory agent, fifty dollars; (5) filing  
463 notice of resignation of statutory agent in duplicate, fifty dollars; (6)  
464 filing amendment to articles of organization, one hundred twenty  
465 dollars; (7) filing restated articles of organization, one hundred twenty  
466 dollars; (8) filing articles of merger or consolidation, sixty dollars; [(9)  
467 filing articles of dissolution by resolution, fifty dollars; (10) filing  
468 articles of dissolution by expiration, fifty dollars; (11) filing judicial  
469 decree of dissolution, fifty dollars; (12)] (9) filing certificate of  
470 reinstatement, one hundred twenty dollars; [(13)] (10) filing  
471 application by a foreign limited liability company for certificate of  
472 registration to transact business in this state and issuing certificate of  
473 registration, one hundred twenty dollars; [(14)] (11) filing application  
474 of foreign limited liability company for amended certificate of  
475 registration to transact business in this state and issuing amended  
476 certificate of registration, one hundred twenty dollars; [(15) filing  
477 application for withdrawal of foreign limited liability company and  
478 issuing certificate of withdrawal, one hundred twenty dollars; (16)]  
479 (12) filing an annual report, twenty dollars; and [(17)] (13) filing an  
480 interim notice of change of manager or member, twenty dollars.

481 Sec. 17. Section 34-121 of the general statutes is repealed and the  
482 following is substituted in lieu thereof (*Effective January 1, 2015*):



483       The articles of organization of a limited liability company formed  
484       under sections 34-100 to 34-242, inclusive, as amended by this act, shall  
485       set forth: (1) A name for the limited liability company that satisfies the  
486       requirements of section 34-102; (2) if management of the limited  
487       liability company is vested in a manager or managers, a statement to  
488       that effect; (3) the nature of the business to be transacted or the  
489       purposes to be promoted or carried out, except that it shall be  
490       sufficient to state, either alone or with other business or purposes, that  
491       the purpose of the limited liability company is to engage in any lawful  
492       act or activity for which limited liability companies may be formed  
493       under sections 34-100 to 34-242, inclusive, as amended by this act, and  
494       by such statement all lawful acts and activities shall be within the  
495       purposes of the limited liability company, except for express  
496       limitations, if any; (4) the principal office address of the limited  
497       liability company; (5) an appointment of a statutory agent for service  
498       of process as required by section 34-104; [and] (6) the electronic mail  
499       address, if any, of the limited liability company; and (7) any other  
500       matter the organizer or organizers determine to include.

501       Sec. 18. Section 34-215 of the general statutes is repealed and the  
502       following is substituted in lieu thereof (*Effective January 1, 2015*):

503       (a) The Secretary of the State may effect the dissolution of a limited  
504       liability company by forfeiture as provided in this section.

505       (b) Whenever it comes to the attention of the Secretary of the State  
506       that a limited liability company is more than one year in default of  
507       filing its annual report as required by section 34-106, the Secretary of  
508       the State may notify such limited liability company by registered or  
509       certified mail addressed to such limited liability company at its  
510       principal office as last shown on his records that under the provisions  
511       of this section the limited liability company's rights and powers are  
512       prima facie forfeited. Unless the limited liability company within three  
513       months of the mailing of such notice files such annual report, the  
514       Secretary of the State shall prepare and file in his office a certificate of

515 dissolution by forfeiture stating that the delinquent limited liability  
516 company has been dissolved by forfeiture by reason of its default.

517     ~~[(b)]~~ (c) Whenever it comes to the attention of the Secretary of the  
518 State that a limited liability company has failed to maintain a statutory  
519 agent for service, the Secretary of the State may notify such limited  
520 liability company by registered or certified mail [or mail evidenced by  
521 a certificate of mailing] addressed to such limited liability company at  
522 its principal office as last shown on his records that under the  
523 provisions of this section the limited liability company's rights and  
524 powers are prima facie forfeited. Unless the limited liability company  
525 within three months of the mailing of such notice files an appointment  
526 of statutory agent for service, the Secretary of the State shall prepare  
527 and file in his office a certificate of dissolution by forfeiture stating that  
528 the delinquent limited liability company has been dissolved by  
529 forfeiture by reason of its default.

530     ~~[(c)]~~ (d) Dissolution shall be effective upon the filing by the  
531 Secretary of the State in his office of such certificate of dissolution by  
532 forfeiture.

533     ~~[(d)]~~ (e) After filing the certificate of dissolution by forfeiture, the  
534 Secretary of the State shall: (1) ~~[Send]~~ Mail a certified copy thereof to  
535 the delinquent limited liability company [, by registered or certified  
536 mail or mail evidenced by a certificate of mailing] addressed to such  
537 limited liability company at its principal office as last shown on his  
538 records; and (2) cause notice of the filing of such certificate of  
539 dissolution by forfeiture [to be published in two successive issues of  
540 the Connecticut Law Journal] to be posted on the office of the Secretary  
541 of the State's Internet web site for a period of sixty days.

542     Sec. 19. Section 34-223 of the general statutes is repealed and the  
543 following is substituted in lieu thereof (*Effective January 1, 2015*):

544     Before transacting business in this state, a foreign limited liability  
545 company shall register with the Secretary of the State. In order to

546 register, a foreign limited liability company shall submit to the  
547 Secretary of the State an original signed copy of an application for  
548 registration as a foreign limited liability company executed by a person  
549 with authority to do so under the laws of the state or other jurisdiction  
550 of its formation. The application shall set forth: (1) The name of the  
551 foreign limited liability company and, if different, the name under  
552 which it proposes to transact business in this state; (2) the state or other  
553 jurisdiction where formed, and date of its organization; (3) the name  
554 and address of the agent in this state for service of process on the  
555 foreign limited liability company required to be maintained by section  
556 34-224 and an acceptance of such appointment signed by the agent  
557 appointed if other than the Secretary of the State; (4) the address of the  
558 office required to be maintained in the state or other jurisdiction of its  
559 organization by the laws of that state or jurisdiction or, if not so  
560 required, of the principal office of the foreign limited liability  
561 company; (5) a representation that the foreign limited liability  
562 company is a "foreign limited liability company", as defined in section  
563 34-101; (6) the character of the business which the foreign limited  
564 liability company intends to transact in this state; [and] (7) the name  
565 and respective business and residence addresses of a manager or a  
566 member of the foreign limited liability company, except that, if good  
567 cause is shown, the Secretary of the State may accept a business  
568 address in lieu of business and residence addresses of such manager or  
569 member. For purposes of subdivision (7) of this section, a showing of  
570 good cause shall include, but not be limited to, a showing that public  
571 disclosure of the residence address of the manager or member of the  
572 foreign limited liability company may expose the personal security of  
573 such manager or member to significant risk; and (8) the electronic mail  
574 address, if any, of the foreign limited liability company.

575 Sec. 20. Section 34-232 of the general statutes is repealed and the  
576 following is substituted in lieu thereof (*Effective January 1, 2015*):

577 (a) The certificate of registration of a foreign limited liability  
578 company to transact business in this state may be revoked by the

579 Secretary of the State upon the conditions provided in this section  
580 when: (1) [A] The foreign limited liability company has failed to file its  
581 annual report with the Secretary of the State; (2) a wilful  
582 misrepresentation has been made of any material matter in any  
583 application, report, affidavit or other document, submitted by such  
584 foreign limited liability company pursuant to sections 34-100 to 34-242,  
585 inclusive, as amended by this act; [(2)] (3) the foreign limited liability  
586 company is exceeding the authority conferred upon it by said sections;  
587 or [(3)] (4) the foreign limited liability company is without an agent  
588 upon whom process may be served in this state for sixty days or more.

589 (b) On the happening of the events set out in subdivision (1), (2),  
590 [or] (3) or (4) of subsection (a) of this section, the Secretary of the State  
591 shall give not less than twenty days written notice to the foreign  
592 limited liability company that said secretary intends to revoke the  
593 certificate of registration of such foreign limited liability company for  
594 one of said causes, specifying the same. Such notice shall be given by  
595 registered or certified mail [or mail evidenced by a certificate of  
596 mailing addressed] to the foreign limited liability company at its  
597 address as last shown on the records of the Secretary of the State. If,  
598 before expiration of the time set forth in the notice, the foreign limited  
599 liability company establishes to the satisfaction of the Secretary of the  
600 State that the stated cause for the revocation of its certificate of  
601 registration did not exist at the time the notice was mailed or, if it did  
602 exist at said time, has been cured, the Secretary of the State shall take  
603 no further action. Otherwise, on the expiration of the time stated in the  
604 notice, said [secretary] Secretary shall revoke the certificate of  
605 registration of such foreign limited liability company to transact  
606 business in this state.

607 (c) Upon revoking the certificate of registration of any foreign  
608 limited liability company, the Secretary of the State shall file a  
609 certificate of revocation in his office and [mail] shall: (1) Mail a copy  
610 thereof to such foreign limited liability company at its address as last  
611 shown on said [secretary's] Secretary's records; and (2) cause notice of

612 the filing of such certificate of revocation to be posted on the office of  
613 the Secretary of the State's Internet web site for a period of sixty days.  
614 The filing of such certificate of revocation shall cause the authority of a  
615 foreign limited liability company to transact business in this state to  
616 cease. Notwithstanding the filing of the certificate of revocation, the  
617 appointment by a foreign limited liability company of an attorney  
618 upon whom process may be served shall continue in force as long as  
619 any liability remains outstanding against the foreign limited liability  
620 company in this state.

621 Sec. 21. Section 34-413 of the general statutes is repealed and the  
622 following is substituted in lieu thereof (*Effective January 1, 2015*):

623 The Secretary of the State shall charge and collect the following fees  
624 and remit them to the Treasurer for the use of the state:

625 (a) Fees for filing documents and processing certificates: (1) Filing  
626 application to reserve a registered limited liability partnership name or  
627 to cancel a reserved limited liability partnership name, sixty dollars; (2)  
628 filing transfer of reserved registered limited liability partnership name,  
629 sixty dollars; (3) filing change of address of statutory agent or change  
630 of statutory agent, fifty dollars; (4) filing certificate of limited liability  
631 partnership, one hundred twenty dollars; (5) filing amendment to  
632 certificate of limited liability partnership, one hundred twenty dollars;  
633 [(6) filing renunciation of status report, fifty dollars; (7)] (6) filing  
634 certificate of authority to transact business in this state, including  
635 appointment of statutory agent, one hundred twenty dollars; [(8)] (7)  
636 filing amendment to certificate of authority to transact business in this  
637 state, one hundred twenty dollars; [(9) filing withdrawal of certificate  
638 of authority, one hundred twenty dollars; (10)] (8) filing an annual  
639 report, twenty dollars; [and (11)] (9) filing statement of merger, sixty  
640 dollars; and (10) filing certificate of reinstatement, one hundred twenty  
641 dollars.

642 (b) Miscellaneous charges: (1) For preparing and furnishing a copy

643 of any document, instrument or paper filed or recorded relating to a  
644 registered limited liability partnership or foreign registered limited  
645 liability partnership: For each copy of each such document thereof  
646 regardless of the number of pages, forty dollars; for affixing his  
647 certification thereto, fifteen dollars; (2) for the issuance of a certification  
648 of legal existence of a registered limited liability partnership, forty  
649 dollars; (3) for the issuance of a certificate of legal existence which  
650 certificate may reflect any and all changes of registered limited liability  
651 partnership names and the dates of filing thereof, eighty dollars; (4) for  
652 the issuance of a certificate of legal existence reflecting amendments  
653 and the date or dates of filing thereof, one hundred twenty dollars; and  
654 (5) for other services for which fees are not provided by the general  
655 statutes, the Secretary of the State may charge such fees as will in his  
656 judgment cover the cost of the services provided.

657 Sec. 22. Section 34-419 of the general statutes is repealed and the  
658 following is substituted in lieu thereof (*Effective January 1, 2015*):

659 (a) To become a registered limited liability partnership, a  
660 partnership shall file a certificate of limited liability partnership with  
661 the Secretary of the State, stating the name of the partnership, which  
662 shall conform to the requirements of section 34-406; the address of its  
663 principal office; if the partnership's principal office is not located in  
664 this state, the address of a registered office and the name and address  
665 of a registered agent for service of process in this state, which the  
666 partnership will be required to maintain under section 34-408; a brief  
667 statement of the business in which the partnership engages; the  
668 electronic mail address, if any, of the registered limited liability  
669 partnership; any other matters the partnership may determine to  
670 include; and that the partnership thereby applies for status as a  
671 registered limited liability partnership.

672 (b) The status of a partnership as a registered limited liability  
673 partnership, and the liability of the partners for debts, obligations and  
674 liabilities of or chargeable to the partnership, shall not be affected by

675 errors or subsequent changes in the information stated in a certificate  
676 of limited liability partnership filed under this section or a report filed  
677 under section 34-420.

678 Sec. 23. Section 34-422 of the general statutes is repealed and the  
679 following is substituted in lieu thereof (*Effective January 1, 2015*):

680 (a) The Secretary of the State may effect the revocation of a  
681 registered limited liability partnership's certificate of registered limited  
682 liability partnership as provided in this section.

683 (b) Whenever any registered limited liability partnership is more  
684 than [three months] one year in default of filing its annual report, the  
685 Secretary of the State [shall] may notify such registered limited liability  
686 partnership by registered or certified mail [or mail evidenced by a  
687 certificate of mailing] addressed to such registered limited liability  
688 partnership at its principal office as last shown in the records of said  
689 secretary that under the provisions of this section the registered  
690 limited liability partnership's status as a registered limited liability  
691 partnership is [in default and will be subject to revocation after three  
692 months from the date of mailing] to be revoked by reason of its  
693 default. Unless within three months after the mailing of such notice the  
694 registered limited liability partnership files a report made out and  
695 verified in all respects as the annual report of such registered limited  
696 liability partnership, the Secretary of the State shall prepare and file in  
697 the office of said secretary a certificate of revocation by forfeiture  
698 stating that the status of the registered limited liability partnership as a  
699 registered limited liability partnership has been revoked by reason of  
700 its default. The status of a registered limited liability partnership,  
701 including the liability of partners for debts, obligations and liabilities  
702 of or chargeable to the partnership, is retained until expressly revoked  
703 by the Secretary of the State. Revocation of the status of a registered  
704 limited liability partnership shall not affect the status of said  
705 partnership or the liability of the partners thereof with regard to  
706 events, acts or omissions occurring prior to the date of revocation.

707 (c) Whenever it comes to the attention of the Secretary of the State  
708 that a registered limited liability partnership has failed to maintain a  
709 statutory agent for service, the Secretary of the State may notify such  
710 registered limited liability partnership by registered or certified mail  
711 [or mail evidenced by a certificate of mailing addressed] to such  
712 registered limited liability partnership at its principal office as last  
713 shown on his records that under the provisions of this section the  
714 registered limited liability partnership's rights and powers are in  
715 default. Unless the registered limited liability partnership within three  
716 months of the mailing of such notice files an appointment of statutory  
717 agent for service, the Secretary of the State shall prepare and file in his  
718 office a certificate of revocation by forfeiture stating that the status of  
719 the registered limited liability partnership as a registered limited  
720 liability partnership has been revoked by reason of its default. The  
721 status of a registered limited liability partnership, including the  
722 liability of partners for debts, obligations and liabilities of or  
723 chargeable to the partnership, is retained until expressly revoked by  
724 the Secretary of the State. Revocation of the status of a registered  
725 limited liability partnership shall not affect the status of said  
726 partnership or the liabilities of the partners thereof with regard to  
727 events, acts or omissions occurring prior to the date of revocation.

728 (d) Revocation shall be effective upon the filing by the Secretary of  
729 the State in his office of such certificate of revocation.

730 (e) After filing the certificate of revocation, the Secretary of the State  
731 shall: (1) [Send] Mail a certified copy thereof to the delinquent  
732 registered limited liability partnership [, by registered or certified mail  
733 or mail evidenced by a certificate of mailing addressed] to such  
734 registered limited liability partnership at its principal office as last  
735 shown on his records; and (2) cause notice of the filing of such  
736 certificate of revocation to be [published in two successive issues of the  
737 Connecticut Law Journal] posted on the office of the Secretary of the  
738 State's Internet web site for a period of sixty days.



739       Sec. 24. Section 34-429 of the general statutes is repealed and the  
740       following is substituted in lieu thereof (*Effective January 1, 2015*):

741       Before transacting business in this state, a foreign registered limited  
742       liability partnership shall file a certificate of authority with the  
743       Secretary of the State executed by a person with authority to do so  
744       under the laws of the state or other jurisdiction where it is registered as  
745       a registered limited liability partnership. The certificate of authority  
746       shall set forth: (1) The name of the partnership and, if different, the  
747       name under which it proposes to transact business in this state, either  
748       of which shall conform to the requirements of section 34-406; (2) the  
749       state or other jurisdiction where it is registered as a registered limited  
750       liability partnership and the date of its registration; (3) the name and  
751       address of the agent in this state for service of process required to be  
752       maintained by section 34-408 and an acceptance of such appointment  
753       signed by the agent appointed; (4) the address of the office required to  
754       be maintained in the state or other jurisdiction of its organization by  
755       the laws of that state or jurisdiction or, if not so required, of the  
756       principal office of the partnership; (5) a representation that the  
757       partnership is a "foreign registered limited liability partnership" as  
758       defined in section 34-301; (6) a brief statement of the business in which  
759       the partnership engages; [and] (7) the electronic mail address, if any, of  
760       the foreign registered limited liability partnership; and (8) any other  
761       matters the partnership may determine to include.

762       Sec. 25. Section 34-433 of the general statutes is repealed and the  
763       following is substituted in lieu thereof (*Effective January 1, 2015*):

764       (a) The certificate of authority of a foreign registered limited liability  
765       partnership to transact business in this state may be revoked by the  
766       Secretary of the State upon the conditions provided in this section  
767       when: (1) The foreign registered limited liability partnership has failed  
768       to file its annual report with the Secretary of the State; or (2) a wilful  
769       misrepresentation has been made of any material matter in any  
770       application, report, affidavit or other document, submitted by such

771 foreign registered limited liability partnership pursuant to sections 34-  
772 300 to 34-434, inclusive, as amended by this act.

773 (b) (1) Upon the happening of the events set out in subdivision (1) of  
774 subsection (a) of this section, the Secretary of the State may revoke the  
775 certificate of authority of such foreign registered limited liability  
776 partnership to transact business in this state. (2) Upon determining to  
777 revoke the certificate of authority of a foreign registered limited  
778 liability partnership the Secretary of the State shall give not less than  
779 thirty days' written notice to the foreign registered limited liability  
780 partnership that said [secretary] Secretary intends to revoke the  
781 certificate of authority of such foreign registered limited liability  
782 partnership for one of said causes, specifying the same. Such notice  
783 shall be given by registered or certified mail [or mail evidenced by a  
784 certificate of mailing] addressed to the foreign registered limited  
785 liability partnership at its address as last shown on the records of the  
786 Secretary of the State. If, before expiration of the time set forth in the  
787 notice, the foreign registered limited liability partnership establishes to  
788 the satisfaction of the Secretary of the State that the stated cause for the  
789 revocation of its certificate of authority did not exist at the time the  
790 notice was mailed or, if it did exist at said time, has been cured, the  
791 Secretary of the State shall take no further action. Otherwise, on the  
792 expiration of the time stated in the notice, said [secretary] Secretary  
793 shall revoke the certificate of authority of such foreign registered  
794 limited liability partnership to transact business in this state.

795 (c) Upon revoking the certificate of authority of any foreign  
796 registered limited liability partnership, the Secretary of the State shall  
797 file a certificate of revocation in his office and [mail] shall: (1) Mail a  
798 copy thereof to such foreign registered limited liability partnership at  
799 its address as last shown on said [secretary's] Secretary's records; and  
800 (2) cause notice of the filing of such certificate of revocation to be  
801 posted on the office of the Secretary of the State's Internet web site for  
802 a period of sixty days. The filing of such certificate shall cause the  
803 authority of a foreign registered limited liability partnership to transact

804 business in this state to cease. Notwithstanding the filing of the  
805 certificate of revocation, the appointment by a foreign registered  
806 limited liability partnership of an attorney upon whom process may be  
807 served shall continue in force as long as any liability remains  
808 outstanding against the partnership in this state.

809 (d) The authority to transact business in this state is retained until  
810 expressly revoked by the Secretary of the State. Revocation of the  
811 authority of a foreign registered limited liability partnership to transact  
812 business in this state shall not affect the status of said partnership in  
813 this state under subsection (4) of section 34-400, or the validity of the  
814 acts of said partnership occurring prior to the effective date of  
815 revocation.

816 Sec. 26. Section 34-509 of the general statutes is repealed and the  
817 following is substituted in lieu thereof (*Effective January 1, 2015*):

818 (a) The Secretary of the State shall charge and collect the following  
819 fees and remit them to the Treasurer for the use of the state: (1) For  
820 filing of an application for reservation of name, and application for  
821 renewal of reservation, or notice of transfer or cancellation of  
822 reservation pursuant to section 34-506, sixty dollars; (2) for filing of a  
823 certificate of trust, a certificate of amendment [,] or a restated certificate  
824 of trust, [or a certificate of cancellation,] one hundred twenty dollars;  
825 (3) for preparing and furnishing a copy of any certificate filed relating  
826 to a statutory trust: For each copy of each such document thereof  
827 regardless of the number of pages, forty dollars; for affixing his  
828 certification thereto, fifteen dollars; (4) for preparing and furnishing a  
829 certificate of existence or authorization, forty dollars; (5) for preparing  
830 and furnishing a certificate of existence or authorization reflecting any  
831 and all changes of name and the date or dates of filing thereof, eighty  
832 dollars; (6) for filing of a certificate of merger or consolidation, sixty  
833 dollars; and (7) for other services for which fees are not provided by  
834 the general statutes, the Secretary of the State may charge such fees as  
835 will in his judgment cover the cost of the services provided.

836 (b) The tax imposed under chapter 219 shall not be imposed upon  
837 any transaction for which a fee is charged under sections 34-500 to 34-  
838 547, inclusive, as amended by this act.

839 Sec. 27. (NEW) (*Effective January 1, 2015*) (a) At any time after  
840 revocation of registered limited liability partnership status pursuant to  
841 section 34-422 of the general statutes, such status may be reinstated as  
842 provided in this section.

843 (b) If the name of the registered limited liability partnership is no  
844 longer available, such name shall, simultaneously with reinstatement,  
845 be changed to an available name by amendment of the certificate of  
846 limited liability partnership.

847 (c) A certificate of limited liability partnership conforming, with  
848 adaptations that are appropriate, to the content requirements of a  
849 certificate of limited liability partnership shall be executed and filed  
850 with the office of the Secretary of the State pursuant to section 34-410  
851 of the general statutes.

852 (d) A certificate of reinstatement shall be accompanied by: (1)  
853 Payment of all penalties and forfeitures incurred by the limited  
854 liability partnership and a reinstatement fee as provided in section 34-  
855 413 of the general statutes, as amended by this act; (2) an annual report  
856 for the current year; and (3) an appointment of statutory agent for  
857 service, if required by section 34-408 of the general statutes.

858 (e) Upon the filing of the certificate of reinstatement with the  
859 Secretary of the State, reinstatement shall be effective, the status of the  
860 partnership as a limited liability partnership shall commence and such  
861 limited liability partnership shall be revested with its rights and  
862 powers under sections 34-300 to 34-434, inclusive, of the general  
863 statutes, as amended by this act.

This act shall take effect as follows and shall amend the following sections:

Section 1	January 1, 2015	33-617
Sec. 2	January 1, 2015	33-890
Sec. 3	January 1, 2015	33-922
Sec. 4	January 1, 2015	33-935
Sec. 5	January 1, 2015	33-936
Sec. 6	January 1, 2015	33-1013(a)
Sec. 7	January 1, 2015	33-1181
Sec. 8	January 1, 2015	33-1212
Sec. 9	January 1, 2015	33-1225
Sec. 10	January 1, 2015	33-1226
Sec. 11	January 1, 2015	34-10
Sec. 12	January 1, 2015	34-32b
Sec. 13	January 1, 2015	34-38g
Sec. 14	January 1, 2015	34-38n(a)
Sec. 15	January 1, 2015	34-38u
Sec. 16	January 1, 2015	34-112(a)
Sec. 17	January 1, 2015	34-121
Sec. 18	January 1, 2015	34-215
Sec. 19	January 1, 2015	34-223
Sec. 20	January 1, 2015	34-232
Sec. 21	January 1, 2015	34-413
Sec. 22	January 1, 2015	34-419
Sec. 23	January 1, 2015	34-422
Sec. 24	January 1, 2015	34-429
Sec. 25	January 1, 2015	34-433
Sec. 26	January 1, 2015	34-509
Sec. 27	January 1, 2015	New section

**Statement of Purpose:**

To improve the accuracy of public business records maintained by the Secretary of the State.

*[Proposed deletions are enclosed in brackets. Proposed additions are indicated by underline, except that when the entire text of a bill or resolution or a section of a bill or resolution is new, it is not underlined.]*